

NASDAQ

GARY N. SUNDICK
VICE PRESIDENT
LISTING QUALIFICATIONS

THE NASDAQ STOCK MARKET
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08045146

1-34006

By Facsimile and First Class Mail

April 9, 2008

Ms. Cecile Peters
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

CERTIFIED

Received SEC

APR 10 2008

Washington, DC 20540

Dear Ms. Peters:

This is to certify that on April 9, 2008 The Nasdaq Stock Market (the "Exchange") received from The Management Network Group, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Preferred Stock Purchase Rights

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

PROCESSED

APR 17 2008

THOMSON
FINANCIAL

END